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RECORDATION NO. 21667 ← Primary
FILED
SEP 25 '98 10-15 AM

September 23, 1998

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

RECORDATION NO. 21667-A, B, C, D, E
FILED
SEP 25 '98 10-15 AM

SEP 25 10 15 AM '98

RECEIVED
SURFACE TRANSPORTATION
BOARD

Re: Santa Clara County (VTA 1998-USB)

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Head Lease Agreement (VTA 1998-USB), dated as of September 24, 1998, a primary document as defined in the Board's Rules for the Recordation of Documents and two (2) copies of each of the following secondary documents related thereto: namely, Memoranda of Head Lease Supplement (VTA 1998-USB) (Lot 1), Head Lease Supplement (VTA 1998-USB) (Lot 2), Sublease Agreement (VTA 1998-USB), Sublease Supplement (VTA 1998-USB) (Lot 1), and Sublease Supplement (VTA 1998-USB) (Lot 2), all of which are dated September 24, 1998

The names and addresses of the parties of the enclosed documents are:

Primary → Head Lease Agreement
Head Lease Supplement (Lot 1),
and
Head Lease Supplement (Lot 2)

Head Lessor Santa Clara County Transit District
3331 North First Street
San Jose, California 95134

Head Lessee State Street Bank and Trust Company of
Connecticut, National Association
Goodwin Square
225 Asylum Street
Hartford, Connecticut 06103

Betty G. Graham
County Clerk

Mr. Vernon A. Williams
September 23, 1998
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Sublease Agreement
Sublease Supplement (Lot 1)
and
Sublease Supplement (Lot 2)

Sublessor: State Street Bank and Trust Company of
Connecticut, National Association
Goodwin Square
225 Asylum Street
Hartford, Connecticut 06103

Sublessee: Santa Clara County Transit District
3331 North First Street
San Jose, California 95134

A description of the railroad equipment covered by the enclosed documents is attached to Schedule A to the Lease Supplement Lot 1 and Lease Supplement Lot 2.

Also enclosed is a check in the amount of \$156.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of each of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

RECORDATION NO.

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10-15 AM

MEMORANDUM OF HEAD LEASE AGREEMENT (VTA 1998-USB)

Memorandum of Head Lease Agreement (VTA 1998-USB), made and entered into on September ²⁴~~23~~, 1998 by and between Santa Clara County Transit District ("Head Lessor") and State Street Bank and Trust Company of Connecticut, National Association ("Head Lessee").


WITNESSETH:

The undersigned have entered into that certain Head Lease Agreement (VTA 1998-USB), dated as of September ²⁴~~23~~, 1998, whereby the Head Lessor has agreed to lease to the Head Lessee and the Head Lessee has agreed to lease from the Head Lessor certain railroad equipment bearing car numbers as listed on Schedule A attached hereto, subject to the term defined in said Head Lease Agreement (VTA 1998-USB).

[REMAINDER OF PAGE LEFT INTENTIONALLY BLANK]

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be
duly executed as of the date and year first above written.

SANTA CLARA COUNTY TRANSIT DISTRICT

By: 
Name:
Title:

STATE STREET BANK AND TRUST COMPANY
OF CONNECTICUT, NATIONAL ASSOCIATION,
not in its individual capacity except as otherwise
expressly set forth therein , but solely as Trustee

By: _____
Name:
Title:

STATE OF NEW YORK §

COUNTY OF NEW YORK §

BEFORE ME, the undersigned notary public, on this day personally appeared _____ of State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity except as otherwise expressly set forth therein, but solely as Trustee, known to me (or proved to me by presentation of such individual's driver's license) to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed as the act and deed of State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity except as otherwise expressly set forth therein, but solely as Trustee.

GIVEN under my hand and seal of office this _____ day of September, 1998.

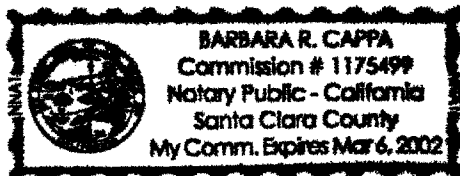
(SEAL)

Notary Public

STATE OF *California* §
COUNTY OF *Santa Clara* §

BEFORE ME, the undersigned notary public, on this day personally appeared *Scott B. Baker* of Santa Clara County Transit District, known to me (or proved to me by presentation of such individual's driver's license) to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed as the act and deed of Santa Clara County Transit District.

GIVEN under my hand and seal of office this *21st* day of September, 1998.



Barbara R. Cappa

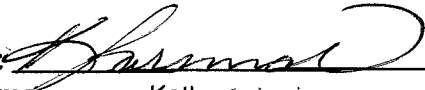
Notary Public

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be
duly executed as of the date and year first above written.

SANTA CLARA COUNTY TRANSIT DISTRICT

By: _____
Name:
Title:

STATE STREET BANK AND TRUST COMPANY
OF CONNECTICUT, NATIONAL ASSOCIATION,
not in its individual capacity except as otherwise
expressly set forth therein , but solely as Trustee

By:  _____
Name: Kathy A. Larimore
Title: Assistant Vice President

STATE OF CONNECTICUT §

COUNTY OF HARTFORD §

BEFORE ME, the undersigned notary public, on this day personally appeared KATHY A. LARIMORE of State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity except as otherwise expressly set forth therein, but solely as Trustee, known to me (or proved to me by presentation of such individual's driver's license) to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed as the act and deed of State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity except as otherwise expressly set forth therein, but solely as Trustee.

GIVEN under my hand and seal of office this day of September, 1998.

(SEAL)

Karen R. Felt
Notary Public

KAREN R. FELT
NOTARY PUBLIC
My Commission Expires 02/28/99

STATE OF _____ §

COUNTY OF _____ §

BEFORE ME, the undersigned notary public, on this day personally appeared _____ of Santa Clara County Transit District, known to me (or proved to me by presentation of such individual's driver's license) to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed as the act and deed of Santa Clara County Transit District.

GIVEN under my hand and seal of office this day of September, 1998.

(SEAL)

Notary Public

SCHEDULE A TO HEAD LEASE SUPPLEMENT NO. 1

**Description of Railcars; Appraised Values
Equipment Lot No. 1**

Type	Running No.	Appraised Value Per Railcar
UTDC Light Rail Vehicle	833	\$2,140,000
UTDC Light Rail Vehicle	812	\$2,140,000
UTDC Light Rail Vehicle	815	\$2,140,000
UTDC Light Rail Vehicle	820	\$2,140,000
UTDC Light Rail Vehicle	832	\$2,140,000
UTDC Light Rail Vehicle	813	\$2,140,000
UTDC Light Rail Vehicle	821	\$2,140,000
UTDC Light Rail Vehicle	814	\$2,140,000
UTDC Light Rail Vehicle	810	\$2,140,000
UTDC Light Rail Vehicle	809	\$2,140,000
UTDC Light Rail Vehicle	808	\$2,140,000
UTDC Light Rail Vehicle	806	\$2,140,000
UTDC Light Rail Vehicle	807	\$2,140,000
UTDC Light Rail Vehicle	805	\$2,140,000
UTDC Light Rail Vehicle	804	\$2,140,000
UTDC Light Rail Vehicle	811	\$2,140,000
UTDC Light Rail Vehicle	803	\$2,140,000
UTDC Light Rail Vehicle	831	\$2,140,000
UTDC Light Rail Vehicle	802	\$2,140,000

SCHEDULE A TO HEAD LEASE SUPPLEMENT NO. 1

**Description of Railcars; Appraised Values
Equipment Lot No. 2**

Type	Running No.	Appraised Value Per Railcar
UTDC Light Rail Vehicle	836	\$2,220,000
UTDC Light Rail Vehicle	841	\$2,220,000